Registering a Foreign Limited Partnership (LP) Company

A step-by-step guide to using the Secretary of State's Online Business Filing System

BUSINESS SERVICES

MISSOURI
SECRETARY

OF STATE

This guide is designed to help individuals navigate the Missouri Secretary of State's online business filing system to file a foreign limited partnership (LP). Please view our <u>FAQ page</u> explaining the difference between domestic and foreign entities.

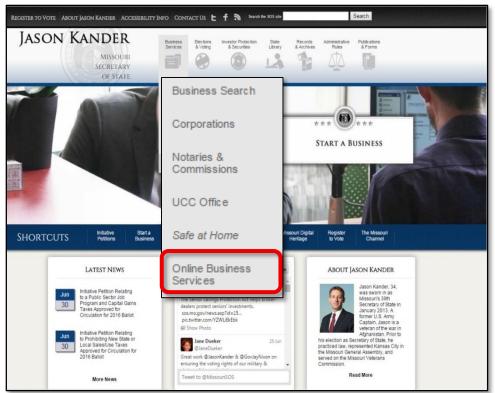
Please consult an attorney and accountant before filing with our office. Choosing the proper business entity for you and your business is an extremely important decision that must be tailored to every person's unique needs and circumstances. This guide does not provide tax or legal advice. It is only designed to navigate the Missouri Secretary of State's online filing system.

Please give us a call at 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

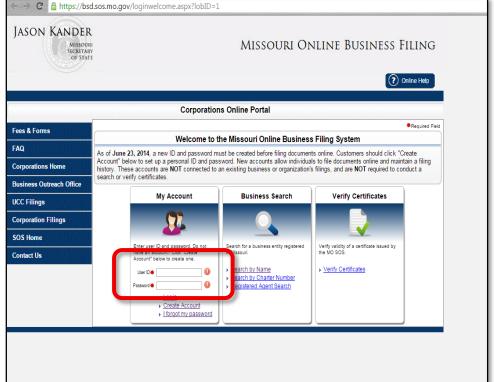
Links to additional business resources are listed on the final page.



Step 1
Go to www.sos.mo.gov.



At the top, under "Business Services," mouse over and select the last option in the drop down menu titled, "Online Business Services".



Step 3

Log into the online system. Each user must create an individual account. These accounts are unique and are separate from information associated with a business entity. If you already have an account and know your username and password, type them into the appropriate fields and click "Login."

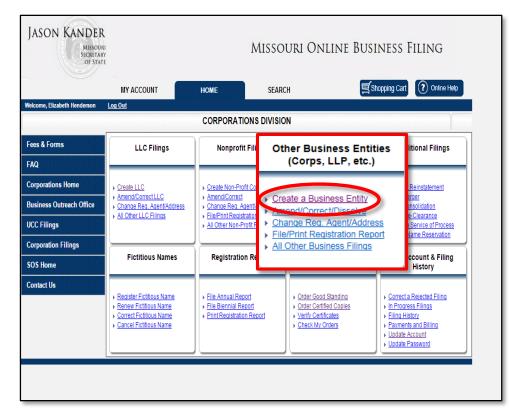
- If you do not remember your password, select "I forgot my password" and a temporary password will be emailed to you.
- If you do not remember your username, you will need to call our office for assistance at 1-866-223-6535 or create a new account.
- If you do not have an account, click
 "Create Account" to get started.

Create an Online Account
Forms *Required Field
Select a unique User ID and Password. The secretary of state's office recommends you not share your password with others, keep it in a secure location, and change it regularly.
rations Home User ID •
ess Outreach Office Password Policy?
Password * Confirm Password * Security Question *
Security Answer *
Enter your name and address.
● Individual ○ Organization
Last Name ♦ First Name ♦ Middle Name
Country ▼ USA ▼
Address Line 1 ♣ Address Line 2 Address Line 3
City ♦ State ♦ MO ▼ County Postal C € ■ -
Phone * Country Code
Email Address ♦ Confirm Email Address ♦
The State of Missouri makes no guarantees as to the acuracy of the information accessed, the timeliness of the delivery of transactions, and makes no warranties: Agressed or implied. The Secretary of State's office, including its divisions, officers, and employees, will not be responsible or liable for any loss, consequence, or damage resulting directly from reliance on the accessed, reliability, or timeliness of the information. The burden of responsibility remains with the filer is properly provide accurate, detailed and factual information. Any person or entity that relies on information admed from this web site does so at the person's or entity's own risk. The user assumes the risk of verifying any materials used or relied on. The account holder accepts responsibility for the online account established with the Secretary of State and agrees that the use of the online services will be performed in a professional manner. Further the account holder agrees that the information retrieved from Secretary of State databases will be used only in the course of normal
I Agree to the Terms and Conditions stated above.
CREATE ACCOUNT CANCEL

Step 3 (cont.)

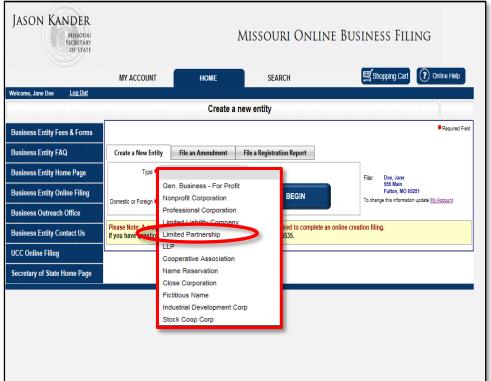
Enter all the appropriate information into the boxes provided.

Check the box stating "I agree to the Terms and Conditions stated above" and click "Create Account".



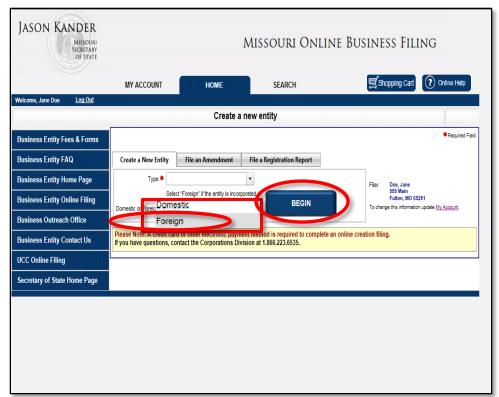
Step 4

After you have successfully logged in, you will be directed to the filing "Home" tab. Locate the box titled "Other Business Entities (Corps, LLP, etc.)" and choose "Create a Business Entity".



Step 5a

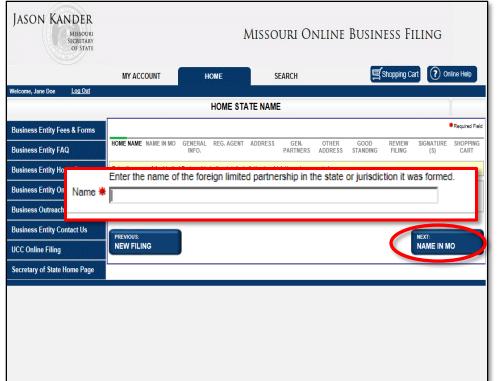
From the "Create a new entity" tab, select "Limited Partnership" under the "Type" tab.



Step 5b

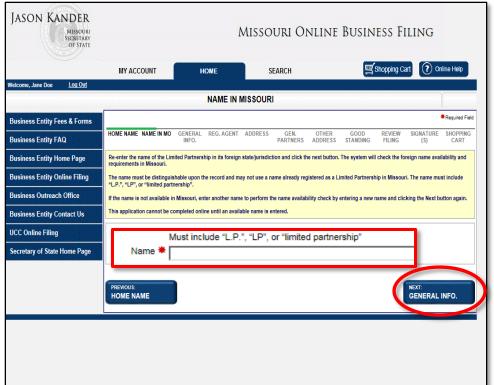
From the next drop down menu, select "Foreign". Please view our <u>FAQ</u> <u>page</u> explaining the difference between domestic and foreign entities.

Click "BEGIN".



Enter the name of your limited partnership in the state or jurisdiction it was formed.

Click "NAME IN MO" to continue.

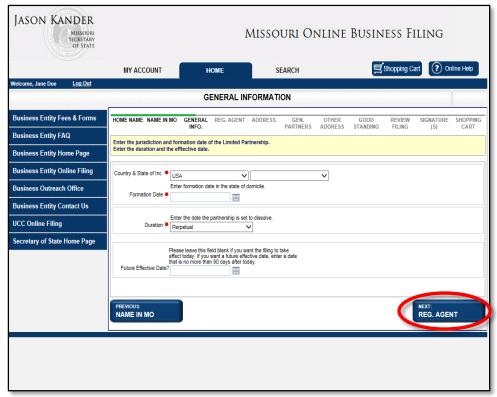


Step 7

Enter the name of your limited partnership in the state of Missouri. It must include "L.P.", "LP" or "limited partnership". The name must be unique to your corporation. Read the yellow box for more information on availability.

Enter your name in the name box. If the name is not available the box with the red X in the corner will appear and you will be prompted to enter another one.

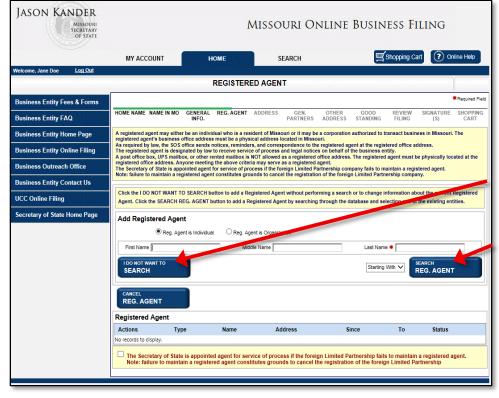
Once you have named your Limited Partnership, click "GENERAL INFO".



From the "Duration" dropdown menu, choose the duration of the business. Duration indicates how long the business will operate until it dissolves. The effective date of the filing will be the date it is filed by the Secretary of State of Missouri unless a future date is selected.

- Perpetual: the business will continue to exist until it is actively dissolved.
- Date: the business will dissolve upon a specified date. If you choose this option, you will be prompted to choose a date from a calendar.

Click "REG. AGENT".



Step 9

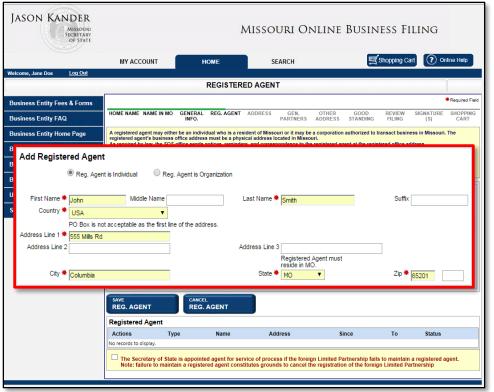
Specify a registered agent.

A registered agent is an individual/organization who receives all notifications of due process for the company.

Read more about registered agents.

- Click "I DO NOT WANT TO SEARCH" to add a Registered Agent without searching.
- Click "SEARCH REG. AGENT" to search the database and selecting a registered agent.

NOTE: A registered agent must consent to being the registered agent for your business.

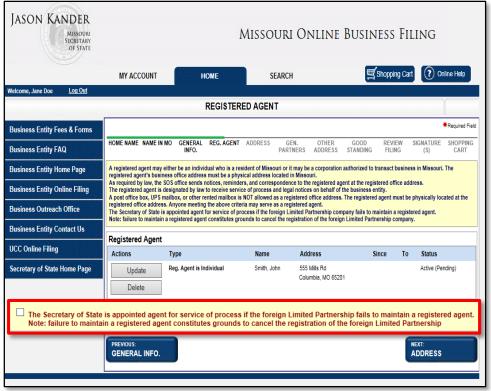


Clicking "I DO NOT WANT TO SEARCH" will force you to enter the registered agent's information.

A physical address is <u>required</u>. A PO Box may only be used if a physical address is also provided on line 1.

The use of the physical address of a UPS Store or similar mailing/receiving/forwarding service for the registered agent's address is prohibited.

Enter the appropriate information for your registered agent. When finished, click "SAVE REG. AGENT".

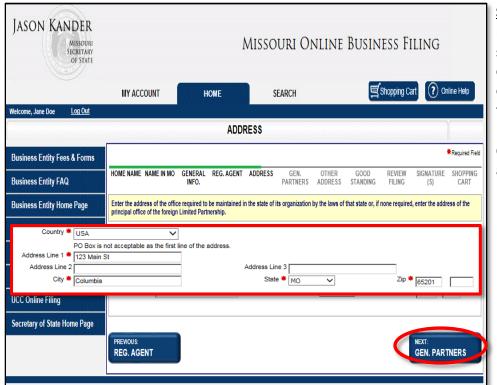


Step 11

Once saved, you can review and edit the Registered Agent information. From here, you may click "**Update**" to change the information, or click "**Delete**" to search for or reenter the Registered Agent information.

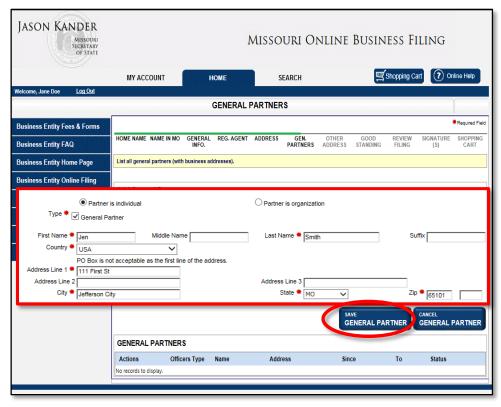
Read the yellow box and check the box indicating that you understand the Secretary of State is appointed agent for service of process if the foreign LP fails to maintain a registered agent.

Click "ADDRESS".



Enter the address of the office in the state of its organization by the laws of that state. If none are required, enter the address of the principal office of the corporation.

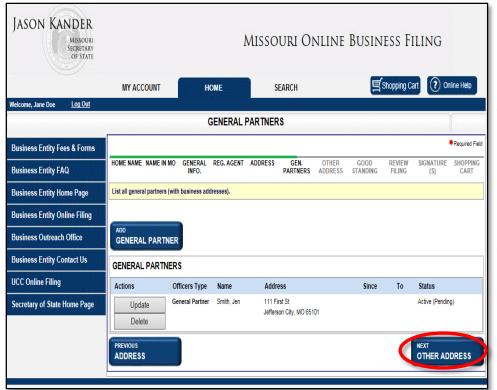
Complete all required information and click "GEN. PARTNERS".



Step 13

Enter all required information for each general partner using their business addresses.

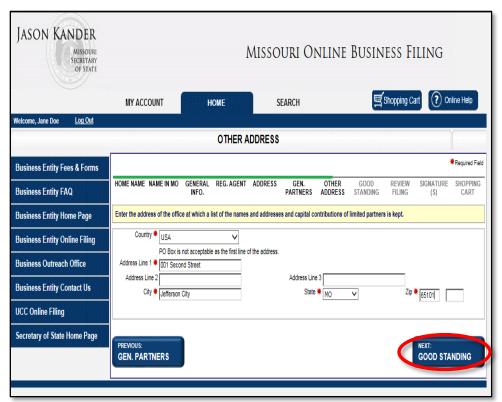
Click "SAVE GENERAL PARTNER".



Once saved, you can review and update the general partner information. From here you may click "Update" to change the partner's information or "Delete" to remove the partner.

If you need to add another general partner click "ADD GENERAL PART-NER".

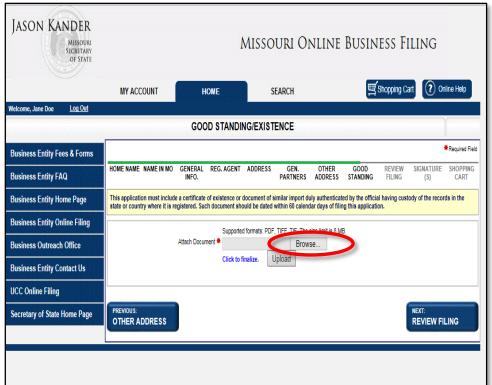
After all general partners have been added, click "OTHER ADDRESS".



Step 15

Enter the address of the office at which a list of names and addresses and capital contributions of limited partners is kept.

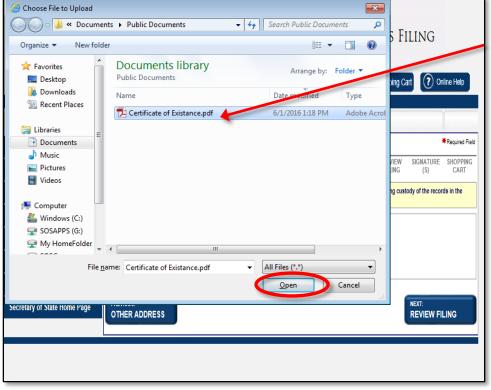
Click "GOOD STANDING".



Step 16a

You must upload a current certificate of good standing/existence from the Secretary of State or other similar official in the state where the LP was formed. The certificate should be dated within 60 calendar days from this filing.

Click "Choose File" and select the appropriate document from your computer or storage device.



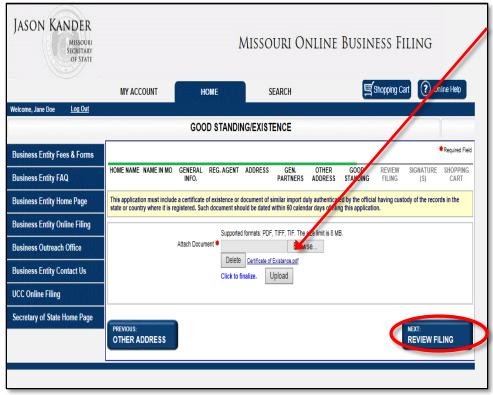
Step 16b

Select the file you want to upload by clicking on it, you will know it has been selected when it is highlighted.

Once the certificate is highlighted, click "Open".

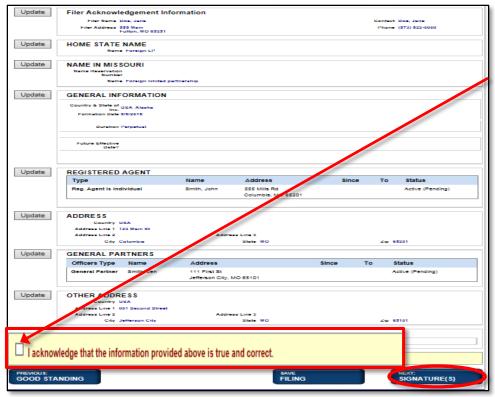
Step 16c

Once your document has been chosen, click "**Upload**" to finalize the loading of the certificate.



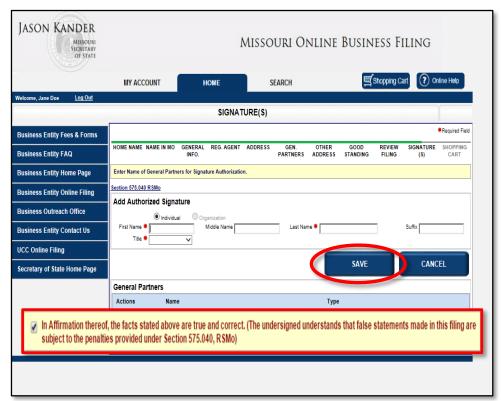
Step 16d

Your document should appear next to the button that says "Delete". If this is the correct document. Click "REVIEW FILING".



You will see an overview of your LP. Review all information for accuracy before checking the box stating "I acknowledge that the information provided above is true and correct."

- You may click "SAVE FILING" to save your progress and continue later.
- Or, you may move onto the next step by clicking "SIGNATURE(S)".

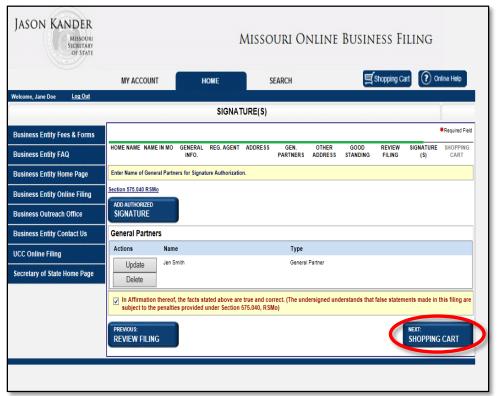


Step 18

An authorized person or organization must provide an electronic signature. To do so, that person will enter their first and last name and their title (i.e. General Partner). For an organization to sign they will enter their organization name, the first and last name of the authorized party as well as their title.

Check the box stating "In Affirmation thereof, the facts stated above are true and correct."

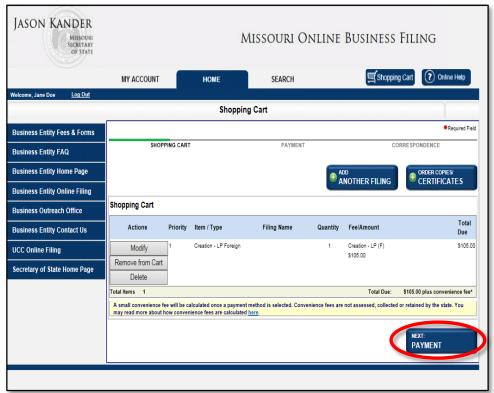
After signing, they must click "SAVE" to save the electronic signature.



If you need to add another authorized signature, click "ADD AUTHOR-IZED SIGNATURE" and repeat Step 18.

Ensure the signer information is correct. If you notice inaccurate information, click "Update" to make changes or "Delete" to remove the signer and add a new one.

To move to the next step, click "SHOPPING CART."



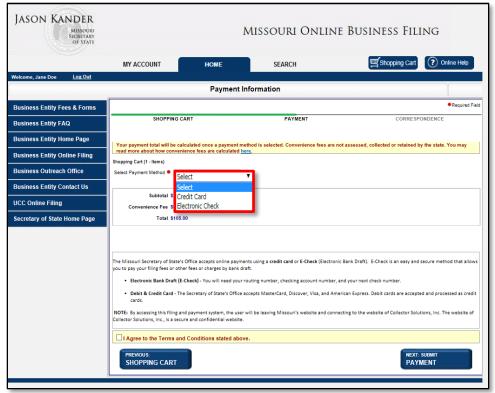
Step 20

The Application for Creation of a Foreign Limited Partnership will automatically be added to your shopping cart. The fee is \$105 plus a convenience fee.

To add another filing, click "ADD AN-OTHER FILING."

To order copies/certificates, click "ORDER COPIES/CERTIFICATES."

Click "PAYMENT" to continue the transaction.



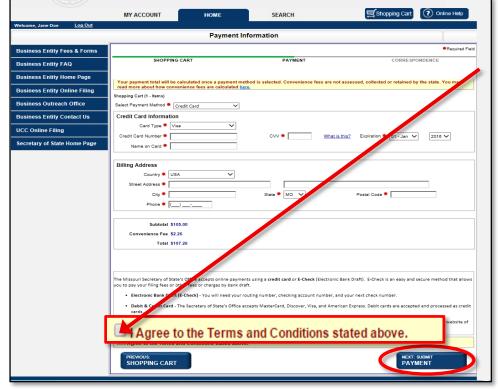
Select a payment method from the drop down menu.

- The options are Credit Card or Electronic Check.
- If you'd like to pay through ACH, please contact our office at:
 - 1-866-223-6535 or

corporations@sos.mo.gov.

The convenience fees for this transaction are:

- Credit Card: \$2.26 = (\$105*2.15%)
- Electronic Check: \$0.50

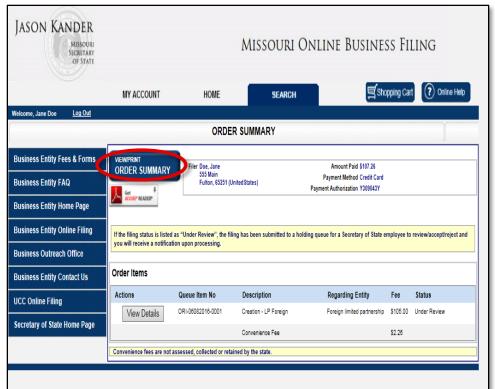


Step 22

Complete the payment information.

Click "I Agree to the terms and conditions stated above".

Click "SUBMIT PAYMENT" to continue.



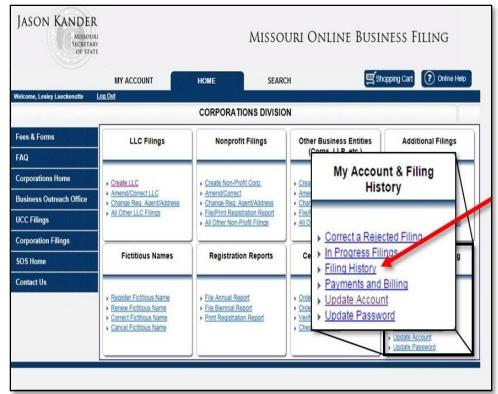
After you submit your payment, click "VIEW/PRINT ORDER SUMMARY" to view a printable pdf of your order summary.



Step 24

After clicking on one of the files, it will be visible in the browser.

If you mouse over the pdf, a menu will appear with a print icon and a save icon. This will look different depending on what browser you are using.



Step 25 (optional)

If in the future if you need to print or view filed documents, you may do so by going to the "My Account & Filing History" box from the home page and clicking "Filing History".

Additional Reporting Requirements

What are the other reporting requirements for LPs?

LPs are required to immediately file if any changes occur to their articles of incorporation, management structure (i.e. General Partner) and/or their registered agent or the agent's office address. (Chapter 347 RSMo)

Do LPs have to file Annual Registration Reports?

No. LPs do not file annual registration reports.

Please give us a call at 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

Resources for Entrepreneurs and Business Owners

Below are just a few links to the resources available to you when starting and growing a business in Missouri. Take some time to review these sites and take advantage of the many opportunities available to you.



www.ded.mo.gov

The Missouri Department of Economic Development has numerous resources for new and existing businesses. You can find a comprehensive list of all state business assistance programs and incentives at https://ded.mo.gov/businesses/BusinessAssistance.aspx



www.business.mo.gov

The Missouri Business Portal offers many resources to help businesses of all sizes and in all industries start, grow and manage their businesses. You can find educational resources about entrepreneurship to listings of hundreds of available shovel-ready sites and development properties.



www.mosourcelink.com

Focused on helping businesses and nonprofits in the startup and growth phases of their life cycle, MOSourceL-ink brings together resources from across the state. You can find information about how to evaluate your business idea: http://www.mosourcelink.com/startup/evaluate-your-idea and help finding free business counselors in your area using *TheResourceNavigator*: http://www.mosourcelink.com/resources/find-a-resource